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*[Proposed] Counsel for Martifer Solar Aurora, LLC  
 and Martifer Solar USA, Inc.*

Electronically filed February 21, 2014

9 **UNITED STATES BANKRUPTCY COURT**

10 **DISTRICT OF NEVADA**

11 In re

12 MARTIFER AURORA SOLAR, LLC, a  
 13 Nevada limited liability company,

- 14  Affects Martifer Aurora Solar, LLC  
 15  Affects Martifer Solar USA, Inc.  
 Affects all Debtors

Case Nos. BK-S-14-10355-abl and  
 BK-S-14-10357-abl

Jointly Administered under  
 Case No. BK-S-14-10355-abl

Chapter 11

16 **SECOND SUPPLEMENTAL  
 17 DECLARATION OF KLAUS BERNHART  
 18 IN SUPPORT OF SECOND MOTION  
 19 FOR ORDER PURSUANT TO 11 U.S.C. §  
 20 364 AND FED. R. BANKR. P. 4001(c): (I)  
 21 AUTHORIZING DEBTORS TO OBTAIN  
 22 POSTPETITION FINANCING; (II)  
 23 GRANTING RELATED RELIEF; AND  
 24 (III) SCHEDULING FINAL HEARING**

25 Hearing Date: February 21, 2014  
 26 Hearing Time: 9:30 a.m.

27 KLAUS BERNHART, being duly sworn, hereby deposes and declares under penalty of  
 28 perjury:

29 1. I am over the age of 18, am mentally competent, and if called upon to testify as to the  
 statements made herein, could and would do so.

2. I am the Chief Financial Officer of Martifer Solar USA, Inc. (“Martifer Solar USA”). Martifer Solar USA holds no less than 99% of the membership interests in Martifer Aurora Solar, LLC (“Aurora”, together with Martifer Solar USA, “Debtors” or the “Companies”), debtors and debtors in possession in the above captioned chapter 11 cases (the “Chapter 11 Cases”). I am a Manager of Aurora. I am authorized to submit this supplemental declaration in support of the Debtors’ second motion to approve post-petition financing (the “DIP Motion”).<sup>1</sup>

3. Except as otherwise stated herein, if called as a witness, I could and would competently testify to the matters set forth herein from my own personal knowledge.

4. The foundation for my testimony herein and my qualifications are set forth in my original declaration filed in support of the DIP Motion [Dkt# 87], the contents of which are incorporated herein by this reference.

5. The contents of my supplemental declaration filed in support of the DIP Motion [Dkt# 204] (“Supplemental Declaration”) are also incorporated herein by this reference. In my Supplemental Declaration, I stated that Debtors have had promising discussions with potential third party investors.

6. This morning, Debtors received a letter of intent from BayWa r.e. renewable energy GmbH (“BayWa r.e.”) expressing its interest in acquiring up to 100% of the shares of Debtors. A true and correct copy of the LOI is attached hereto as **Exhibit “2.”** Information regarding BayWa r.e. is attached hereto as **Exhibit “3.”**

7. The availability of post-petition financing is critical to perform on new and existing projects in order to preserve Debtors' viability and the value of the estate.

I verify under penalty of perjury that the foregoing statement is true and correct to the best of my information, knowledge and belief

Executed this 21st day of February 2014.

/s/Klaus Bernhart  
KLAUS BERNHART

<sup>1</sup> Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the DIP Motion.

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BayWa r.e. renewable energy GmbH | Herzog-Heinrich-Straße 9 | 80336 München

Roland Kiser, President & CEO  
 Martifer Solar USA, Inc.  
 2040 Armacost Avenue  
 Los Angeles, CA 90025

Ansprechpartner/in	Email	Durchwahl	Datum
Christian Münch	Christian.muench@baywa-re.com	-188	14.02.2014

## LETTER OF INTENT

***RE: Letter of Interest to acquire up to 100% shares of Martifer Solar USA, Inc. ("Martifer Solar US"), a PV solar developing company and U.S. subsidiary of Martifer, Portugal***

Dear Mr. Kiser,

With reference to our conversations previously held with professionals from Global Capital Finance on the matter, and after reviewing some of the materials provided by you, the undersigned BayWa r.e. renewable energy GmbH, with registered office at Herzog-Heinrich-Strasse 9, 80336 München, (Germany), (hereinafter, "BayWa r.e.") , hereby expresses its interest in acquiring Martifer Solar USA.

BayWa r.e. is currently reviewing the materials we have received from you and our first impression in evaluating Martifer Solar US is positive. Based on our preliminary review, we generally believe that Martifer Solar USA fits our strategic focus and BayWa r.e. is interested in continuing its due diligence review with respect to the opportunity. BayWa r.e. holds Martifer Solar USA's present management team – particularly, Roland Kiser, CEO and Klaus Bernhart, CFO – in particular esteem. BayWa r.e.'s interest in Martifer Solar USA is driven in substantial material part by the continued development of the company's pipeline under present management's direction and vision.



Please note that this letter of intent is non-binding and does not create any legal obligations for us. Any commitment on our behalf is subject to further due diligence and management approval by BayWa r.e..

This letter of intent shall be governed by, and construed in accordance with the laws of the State of New York.

Sincerely,

BayWa r.e. renewable energy GmbH

A handwritten signature in blue ink, appearing to read "Matthias Taft".

Matthias Taft  
Managing Director

A handwritten signature in blue ink, appearing to read "Alexander Rothenanger".

Alexander Rothenanger  
Proxy Holder